Minutes

ROHAS TECNIC BERHAD ("Rohas", "RTB" or "the Company")
[Registration No. 199401016997 (302675-A)]
Extraordinary General Meeting ("EGM" or "Meeting")

Meeting Venue	:	Topas Room, Ground Floor, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan.
Date	:	Tuesday, 28 July 2026
Time	:	10:00 a.m.

Directors :

1. Shaharuddin Bin Zainuddin
Independent and Non-Executive Chairman
2. Sia Bun Chun
Non-Independent and Non-Executive Senior Director
3. Kamarol Zaman Bin Radzak
Independent and Non-Executive Director
4. Wan Afzal-Aris Wan Azmi
Non-Independent and Non-Executive Director
5. Amylia Azlan
Independent and Non-Executive Director
6. Pauline Teh Abdullah
Independent and Non-Executive Director

Invitees :

1. Amirul Azhar bin Baharom
Group Chief Executive Officer ("GCEO")
2. Wong Mun Keong
Chief Investment Officer ("CIO")
3. Yusrenawati Mohd Yusoff
Chief Financial Officer ("CFO")
4. Rachel Ho Seow Leng
Representative from M&A Securities Sdn. Bhd
5. Chong Hsu Yeung
Representative from M&A Securities Sdn. Bhd.
6. Chan Chee Woei
Representative from Tay & Helen Wong Law Practice
7. Yong Chia Chuen
Representative from Tay & Helen Wong Law Practice

In Attendance : 1. Chong Mei Yan ("Company Secretary")

Shareholders/Proxies : As per Shareholders and Proxies Participation List

<u>Welcoming Remarks</u>

Encik Shaharuddin Bin Zainuddin, the Independent Non-Executive Chairman, ("**Chairman**") extended a warm welcome all shareholders, proxies and attendees to the Extraordinary General

Meeting ("**EGM**" or "**Meeting**") of Rohas Tecnic Berhad ("**Rohas**" or the "**Company**"). The Chairman expressed his appreciation for the presence and continued support of the shareholders and remarked that the EGM was being conducted in a physical format to ensure compliance with the applicable regulatory requirements, whilst facilitating more direct and interactive engagement with the Company's shareholders.

The Chairman was pleased to note that the attendance at the EGM was significantly higher compared to the previous AGM, which reflected the encouraging participation of the shareholders. He further expressed his appreciation for the opportunity to engage directly with the shareholders and to address any queries pertaining to the agenda of the Meeting. Following his welcoming remarks, the Chairman formally called the Meeting to order at 10:00 a.m.

The Chairman proceeded to introduce the members of the Board of Directors and the Senior Management in attendance, namely the Group Chief Executive Officer ("**GCEO**"), Chief Investment Officer ("**CIO**"), Chief Financial Officer ("**CFO**") and the Company Secretary. The Chairman also acknowledged and welcomed the representatives from the Company's Corporate Adviser, M & A Securities Sdn. Bhd., and Legal Adviser, Messrs Tay & Helen Wong, who were also present at the Meeting.

<u>Quorum</u>

Referring to the quorum requirement, the Chairman invited the Company Secretary to confirm the requisite quorum for the Meeting. The Company Secretary confirmed that, pursuant to Clause 90 of the Company's Constitution, the requisite quorum was present at the commencement of the Meeting.

The Company Secretary further informed the Meeting that, upon the close of lodgement of proxy forms, the Company had received 18 proxy forms representing a total of 264,892,528 ordinary shares, equivalent to 56.04% of the total issued and paid-up share capital of the Company.

Having ascertained that the requisite quorum was present, the Chairman declared the Meeting duly constituted and convened and proceeded with the business of the Meeting.

<u>Notice of Meeting</u>

Pertaining to the Notice convening the Meeting, the Company Secretary informed the Meeting that the Notice of EGM had been circulated to all shareholders within the prescribed timeline in accordance with the Company's Constitution and had also been advertised in the New Straits Times on 24 June 2026.

As there were no objections from the shareholders present, the Notice convening the EGM was taken as read.

<u>Meeting Proceedings and Voting Procedure</u>

The Company Secretary subsequently provided a briefing to all attendees on the conduct of the meeting and the procedure for voting. It was highlighted that, in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions tabled at the EGM would be voted by way of poll.

Attendees were informed of the steps required to participate in the question-and-answer ("**Q&A**") session, as well as the process for casting their votes during the poll. The Company Secretary further reminded all attendees that photography, audio recording and video recording during the Meeting were not permitted, except by the official Rohas photographer, in order to ensure the orderly conduct of the proceedings.

<u>Presentation by the CIO</u>

The Chairman invited the Chief Investment Officer ("**CIO**"), Mr. Wong Mun Keong, to present the key highlights of the Proposed Long-Term Incentive Plan ("**Proposed LTIP**"), with the aim of providing shareholders with an overview of the proposal prior to the deliberation of the resolutions. The key highlights of the CIO's presentation were as follows:-

A. Strategic Execution

The CIO presented an overview of the rationale for the Proposed LTIP. He highlighted that the Company had recently secured approximately RM92 million worth of new contracts from Tenaga Nasional Berhad ("**TNB**") in the preceding month and was actively bidding for further contracts. He further shared that the Company was entering an expansionary phase after having experienced relatively flat growth for the past few years.

Additionally, the CIO highlighted that the Group's order book had surpassed RM500 million. In view of the growing order book, he emphasised the importance of the Company's ability to successfully execute the existing contracts in hand, as well as future contracts which the Company believed it would be able to secure.

B. Structure and Target Participants

The CIO explained that the Company was essentially driven by professional managers and Directors and, therefore, it was important to align the interests of these managers and Directors with those of the shareholders. In this regard, the Proposed LTIP was intended to serve as one of the mechanisms to achieve such alignment.

He further highlighted that the proposed share schemes would be 100% target-driven, whereby no awards would be granted unless the relevant Key Performance Indicators ("**KPI**s") were achieved.

Pertaining to the rationale for issuing shares instead of merely paying bonuses, the CIO explained that, as a growing company, the Company required substantial cash resources to support its growth and execute its contracts. Referring to the recently secured RM92 million worth of contracts, he explained that relying solely on bank loans and facilities from financial institutions would not be sufficient, as the Company would be required to contribute at least 20% of its own capital. Accordingly, as the Company continued to grow, there was a need to conserve cash and utilise such cash to support the Company's growth.

In relation to the structure of the Proposed LTIP, the CIO explained that there would be two main types of schemes, namely the Employees' Share Option Scheme ("**ESOS**") and the Employee Share Scheme ("**ESS**"). He noted that the previous ESS of the Company had lapsed .

The CIO explained that under the ESOS, employees would be required to pay to subscribe for shares to be awarded to them in the future, whereas the ESS would involve a direct grant of shares to the employees. He further clarified that the Proposed LTIP would not be available to everyone and that the eligible participants would essentially comprise the Directors and Management who were identified as actively driving the Company forward.

C. Disciplined Concentration Limits and Safeguards

The CIO further briefed the Meeting on the limits and safeguards governing the allocation of shares under the Proposed LTIP. He explained that Directors and Senior Management would be entitled to a maximum of 80% of the overall shares available under the scheme, whilst the Proposed LTIP itself would be subject to an overall limit of up to 15% of the Company's share capital.

Additionally, any Director, Management personnel or participant who already held 20% or more of the shares in the Company could not be allocated more than 10% of the overall scheme. The CIO explained that this restriction was intended to prevent participants who were already substantial shareholders, holding 20% or more of the Company's shares, from being allocated more than 10% of the overall LTIP.

The CIO further informed the Meeting that only full-time employees would be eligible to participate in the Proposed LTIP. There would also be disciplinary safeguards whereby the LTIP Committee would have the power to revoke any award that had been granted.

D. Proforma Effects of the Proposed LTIP

Pertaining to the effects of the Proposed LTIP on the Company's balance sheet, the CIO explained that the maximum dilution would be 15%, based on the maximum number of shares that could be awarded under the scheme.

Nevertheless, he highlighted that the actual dilution could be lower than 15% for two reasons. Firstly, the LTIP Committee might decide not to award the full 15% available under the scheme. Secondly, shareholders had previously approved a share buy-back scheme at the AGM. Accordingly, where the Directors considered the Company's share price to be undervalued, the Company might acquire its own shares and subsequently utilise such treasury shares as part of the share grants or ESOS, instead of issuing new shares.

Referring to the share capital, the CIO informed the Meeting that the existing share capital was approximately 472 million shares, whilst a maximum of approximately 70.9 million shares could be issued under the Proposed LTIP. Accordingly, if every share awarded under the Proposed LTIP comprised a new share, the enlarged share capital would be approximately 543.5 million shares.

In relation to the issue price of the new shares, the CIO explained that the exercise price could be offered at a maximum discount of 10% to the five-day weighted average market price at the relevant time. By way of example, if the prevailing share price was approximately RM0.19 per share, the lowest price that could be offered to the employees would be approximately RM0.17 per share, representing a discount of approximately 9.9%.

The CIO acknowledged that the Proposed LTIP could, in theory, result in short-term dilution to the existing shareholders. However, such dilution could be mitigated through the utilisation of treasury shares. More importantly, the Proposed LTIP would enable the Company to conserve its cash resources to support the Company's continued growth.

E. Board's Recommendation and Resolutions for Shareholders' Approval

The CIO informed the Meeting that the Board considered the Proposed LTIP to be in the best interest of the Group and recommended that the shareholders vote in favour of the resolutions at the EGM. He explained that Ordinary Resolution 1 related to the establishment of the Proposed LTIP, while Ordinary Resolutions 2 to 7 related to the proposed awards and allocations to the eligible Directors. He also highlighted that, in the interest of good governance, all Directors had individually abstained from voting on their respective LTIP allocations. The CIO then concluded his presentation and handed the proceedings back to the Chairman.

<u>Proceedings on the Agenda</u>

The Chairman thanked the CIO for his presentation and proceeded with the business of the Meeting. He informed the Meeting that only members whose names appeared in the Record of Depositors as of 20 July 2026 or their proxies were eligible to attend the Meeting. He then requested Puan Yusrenawati, the CFO of the Company, to take those present at the Meeting through each item on the agenda and the resolutions to be passed at the Meeting. CFO subsequently proceeded with Agenda No. 1 to Agenda No. 7 as set out below.

1	**<u>AGENDA ITEM NO. 1</u>** **TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:** - **PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN (“LTIP”) FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF RTB AND ITS SUBSIDIARIES** The CFO presented the proposal for the establishment of the Company’s LTIP, comprising an Employees’ Share Scheme and an Employees’ Share Option Scheme for eligible Directors and employees of the RTB Group, excluding dormant subsidiaries, subject to the eligibility criteria set out in the By-Laws. The CFO explained that the maximum number of shares available under the Proposed LTIP would not exceed 15% of the Company’s total issued shares, excluding treasury shares, at any point during the duration of the scheme. Shareholders’ approval was also sought to authorise the Board to establish, implement and administer the Proposed LTIP; allot, issue and/or transfer RTB shares upon the vesting of awards or exercise of options; amend the By-Laws where necessary; and undertake all necessary actions to give effect to the Proposed LTIP. Additionally, shareholders’ approval was sought to adopt the By-Laws contained in Appendix I of the Circular to Shareholders dated 24 June 2026 and to waive the existing shareholders’ pre-emptive rights pursuant to Section 85(1) of the Companies Act 2016, read together with Clauses 16 and 17 of the Company’s Constitution. Shareholders were thereafter invited to raise any questions pertaining to the proposed resolution.
	<u>AGENDA ITEM NO. 1</u> **QUESTIONS FROM SHAREHOLDERS/PROXIES AND ANSWERS PROVIDED BY THE BOARD AND/OR MANAGEMENT OF ROHAS**

1.1(a)	Mr. Ng Kok Kiong, a proxy, put forward several enquiries on the matters as below:-
Q1	What was the rationale for allocating LTIP awards to the Independent Non-Executive Directors and Non-Independent Non-Executive Directors, given that they were not full-time employees, and how would their performance and entitlement be assessed?
A1	*The GCEO explained that the eligibility and allocation of LTIP awards to the Directors would be determined by the LTIP Committee, which would comprise*

	selected Directors and members of Senior Management to ensure a balanced decision-making process. *The GCEO further explained that the Company was currently more focused on the ESOS mechanism, whereby eligible Directors, Senior Management and other employees would subscribe for shares using their own funds, thereby aligning their interests with the Company.* *The Chairman added that Independent and Non-Executive Directors carried the same fiduciary responsibilities under the law as Executive Directors. He further noted that the Board remuneration was relatively modest compared to prevailing market rates, and that the Proposed LTIP was intended to attract and retain talent at both Board and Management levels, whilst aligning their interests with those of the shareholders.* *In relation to performance assessment, the Chairman informed that each Board member was subject to an annual individual performance review, which was conducted independently and monitored by the relevant Board Committee. Both individual and collective Board performance would be taken into consideration in determining the entitlement to LTIP awards.* *Any ESS award would only be made upon achievement of the relevant targets, and the decision whether to accept an award would ultimately rest with the respective individual.*
Q2	How many Senior Management personnel would be eligible for the Proposed LTIP, what would be the maximum allocation to an individual, and why were their proposed allocations not specifically tabled for shareholders' approval?
A2	*The GCEO explained that the Company had been advised that detailed allocations to Senior Management were not required to be provided at the EGM, as the purpose of the Meeting was to obtain shareholders' approval for the Proposed LTIP.* *The number of eligible Senior Management personnel and their respective allocations had not yet been determined, as the LTIP Committee would only be established following shareholders' approval. The individual allocations would subsequently be determined by the LTIP Committee in accordance with the limits prescribed under the By-Laws.* *Mr. Chong Hsu Yeung, the representative from M & A Securities Sdn. Bhd., also confirmed that the relevant allocations had not been determined at the time of Meeting.*
Q3	What level of employees would be classified as "Senior Management" for the purpose of the Proposed LTIP, and how many employees of the Group would be eligible to participate?
A3	*The GCEO explained that the Group's Senior Management comprised C-suite executives including Group Chief Executive Officer, Chief Investment Officer and Chief Financial Officer, Chief Operating Officers ("**COO**s") overseeing the subsidiaries, Heads of key departments such as Company Secretarial, Legal and Human Resources.* *The GCEO further informed that the Group had more than 700 employees, comprising both blue-collar and white-collar employees. However, the number and categories of employees eligible for the Proposed LTIP had not yet been determined and would be decided by the LTIP Committee upon its establishment.*

1.1(b)	Mr. Lim San Kim, a shareholder, raised the following queries pertaining to the Proposed LTIP:-
Q1	Would the entitlement to awards under the Proposed LTIP be based on an individual's contribution in securing projects or bringing capital into the Company?
A1	*The GCEO explained that the Proposed LTIP comprised two components, namely the ESOS and ESS. The ESOS was intended as a long-term incentive to retain talent by providing eligible participants with an opportunity to hold shares in the Company.* *For the ESS, share awards would be performance-based and could be awarded in place of cash bonuses where the Company and the respective individuals achieved the required KPIs. The GCEO explained that individual KPIs would be established by Management, with the Human Resources Department facilitating and coordinating the KPI-setting process, prior the commencement of each year. For example, the COOs managing the subsidiaries would be assessed based on KPIs including revenue and bottom-line performance, with different performance rating categories determining the allocation. Accordingly, the allocation would not be arbitrary but would be determined based on an established performance assessment system.*
Q2	Would the issuance of new shares under the Proposed LTIP result in an adjustment to the Company's share price per unit?
A2	*The CIO clarified that there would be no adjustment to the share price, unlike in the case of a rights issue or bonus issue. Whilst the issuance of new shares could result in dilution, the shares to be utilised would depend on the number of shares available to the Company at the relevant time.* *The CIO further confirmed that, where treasury shares were available, the Company would endeavour to utilise such treasury shares for the Proposed LTIP.*
Q3	Was there any influence from the Malaysian Anti-Corruption Commission ("**MACC**") in relation to the Proposed LTIP exercise?
A3	*The GCEO confirmed that there was no influence from the MACC in relation to the Proposed LTIP. He further informed the Meeting that the Company had received full clearance from the MACC and a "No Further Action" letter in relation to the matter.*
Q4	Would there be any reward for shareholders who attended the EGM and supported the Company?
A4	*The Chairman expressed hope that shareholders would benefit from an improved share price in the future. He highlighted that the Group's order book had surpassed the RM500 million mark, noting that whilst the Group achieved nearly RM500 million for the whole of the previous year, it had already achieved the same level within the first half of the current year, with more opportunities expected.*

1.1(c)	Ms. Chan Lai Yin ("**Ms. Chan**") , a shareholder, raised the following remarks and request:-
Q1	Ms. Chan highlighted that several shareholders present had been shareholders of the Company since its IPO and had continued to support the Company over the years. She expressed hope that the Company would continue to grow and sought the Board's consideration to provide a token of appreciation to shareholders for their continued attendance and support at the Company's general meetings.

	A1 — *The GCEO thanked Ms. Chan and the shareholders for their continuous support of the Company. He informed the Meeting that the Board and Management would re-evaluate the matter for the next AGM or EGM, if any.*
	There being no further questions, the CFO proceeded to the next agenda item.
2	**AGENDA ITEM NO. 2**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

- PROPOSED ALLOCATION OF LTIP AWARDS TO ELIGIBLE DIRECTORS OF RTB AND EMPLOYEES WHO ARE CONNECTED PERSONS TO THE ELIGIBLE DIRECTORS

The CFO presented Ordinary Resolutions 2 to 7 in relation to the proposed allocation of LTIP awards to the eligible Directors of the Company, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities, where required. The proposed allocations would also be subject to the By-Laws, the Main Market Listing Requirements and the requirements of the relevant authorities. Each eligible Director would abstain from deliberating or discussing his or her own allocation and any allocation to persons connected with him or her.

Additionally, not more than 10% of the total RTB Shares available under the Proposed LTIP would be allocated to any eligible person who, either individually or collectively with persons connected to him or her, holds 20% or more of the total issued shares of the Company (excluding treasury shares), unless otherwise permitted by the relevant authorities.

The CFO informed the Meeting that there was an inadvertent error under item (b) of Ordinary Resolutions 2 to 7 in the Notice of EGM, whereby the threshold was stated as 15% instead of 10%. The correct threshold of 10% was consistent with Clause 5.2(ii) of the Draft By-Laws contained in the Circular to Shareholders and Paragraph 6.37(3)(b) of the Main Market Listing Requirements.

The Notice of EGM expressly provided that the resolutions may be passed with or without modifications. Accordingly, with no objection from the shareholders present at the EGM, the threshold under item (b) of Ordinary Resolutions 2 to 7 was amended from 15% to 10%.

The Meeting further noted that the Board would be authorised to issue the necessary RTB shares pursuant to the Proposed LTIP and the proposed allocations. Ordinary Resolutions 2 to 7 would be considered and voted on separately.

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF LTIP AWARDS TO SHAHARUDDIN BIN ZAINUDDIN

Ordinary Resolution 2 was to approve the proposed allocation of LTIP awards to Mr. Shaharuddin Bin Zainuddin, the Independent Non-Executive Chairman of the Company, subject to the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF LTIP AWARDS TO SIA BUN CHUN

Ordinary Resolution 3 was to approve the proposed allocation of LTIP awards to Mr. Sia Bun Chun, the Non-Independent Non-Executive Director of the Company, subject to the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF LTIP AWARDS TO WAN AFZAL-ARIS BIN WAN AZMI

Ordinary Resolution 4 was to approve the proposed allocation of LTIP awards to En. Wan Afzal-Aris Bin Wan Azmi, the Non-Independent Non-Executive Director of the Company, subject to the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF LTIP AWARDS TO KAMAROL ZAMAN BIN RADZAK

Ordinary Resolution 5 was to approve the proposed allocation of LTIP awards to En. Kamarol Zaman Bin Radzak, the Independent Non-Executive Director of the Company, subject to the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF LTIP AWARDS TO AMYLIA AZLAN

Ordinary Resolution 6 was to approve the proposed allocation of LTIP awards to Ms. Amylia Azlan, the Independent Non-Executive Director of the Company, subject to the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF LTIP AWARDS TO PAULINE TEH @ PAULINE TEH ABDULLAH

Ordinary Resolution 7 was to approve the proposed allocation of LTIP awards to Madam Pauline Teh @ Pauline Teh Abdullah, the Independent Non-Executive Director of the Company, subject to the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

There being no questions or comments from the shareholders, the CFO handed the proceedings back to the Chairman.

3	**POLLING PROCESS** At the conclusion of all agenda items, the Chairman requested the Secretary to explain the poll voting process. Thereafter, the Chairman announced that the registration had closed and that the polling process would commence. Upon completion of the polling, the poll was closed, followed by the counting of votes by the Poll Administrator, Securities Services (Holdings) Sdn. Bhd. The poll results were subsequently verified by the Independent Scrutineer, Commercial Quest Sdn Bhd.
4	**ANNOUNCEMENT OF POLL RESULTS** Based on the results of the poll voting, the Chairman declared that the Ordinary Resolutions 1 to 7 were all **CARRIED**. The Meeting **RESOLVED** that all the ordinary resolutions be **APPROVED** as follows: **ORDINARY RESOLUTION 1** **PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN (“LTIP”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT OF TIME DURING THE DURATION OF THE LTIP FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF RTB AND ITS SUBSIDIARY(IES) (“RTB GROUP” OR “GROUP”) (EXCLUDING THOSE WHICH ARE DORMANT), WHO FULFIL THE ELIGIBILITY CRITERIA AS SET OUT IN THE BY-LAWS OF THE LTIP (“PROPOSED LTIP” OR “SCHEME”)** **THAT** subject to the approvals of all relevant authorities (where required) being obtained, and to the extent permitted by law and the Constitution of the Company (“**Constitution**”), the Board be and is hereby authorised to: (a) establish, implement and administer the Proposed LTIP of up to 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the LTIP for the eligible directors and employees of RTB Group (excluding those which are dormant) (“**Eligible Persons”)** in accordance with the provisions of the by-laws governing the Proposed LTIP (“**By-Laws**”), a draft of which is set out in Appendix I of the circular to shareholders of the Company dated 24 June 2026 (“**Circular**”), and to give full effect to the Proposed LTIP with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities. The Proposed LTIP comprises the proposed establishment of an employees’ share scheme (“**Proposed ESS**”) and proposed employees’ share option scheme (“**Proposed ESOS**”); (b) allot and issue and/ or transfer from time to time such number of ordinary shares in RTB to the Eligible Persons upon vesting of the employee share scheme awards pursuant to the Proposed ESS (“**ESS Awards**”) and/ or exercise of the share options (“**ESOS Options**”) pursuant to the Proposed ESOS (“**ESOS Grants”)** under the Proposed LTIP, provided that the maximum number of RTB Shares which may be made available under the Proposed LTIP shall not in aggregate exceed 15% of the total number of

issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed LTIP;

(c) the RTB Shares arising upon vesting of the ESS Awards and/ or exercising of the ESOS Options shall, upon allotment and issuance, rank equally in all respects with the existing RTB Shares and together with the RTB Shares procured by the Company, via the trustee if any, for transfer, shall:

(i) be subject to the provisions of the Constitution; and

(ii) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing RTB Shares, the record date for which is on or after the date on which the RTB Shares are credited into the central depository system accounts of the Eligible Persons and shall in all other respects rank equally with other existing RTB Shares then in issue;

(d) if required, establish a trust to be administered by a trustee(s) to be appointed by the Company ("**Trustee**") ("**Trust**") in accordance with the trust deed to be entered into between the Company and the Trustee ("**Trust Deed**"), and to authorise the Trustee to accommodate any transfer of Shares to the central depository system accounts of the Eligible Persons at a time when the Company shall direct, subscribe for and/ or acquire the necessary number of existing RTB Shares from the open market of Bursa Securities, and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/ or assistance, financial or otherwise from the Company and/or any company within RTB Group;

(e) add, amend, modify and/ or delete all or any part of the terms and conditions as set out in the By-Laws governing the Scheme from time to time provided that such additions, amendments, modifications and/or deletions are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed LTIP; and

(f) do all things necessary and make the necessary applications to Bursa Securities for the listing of and quotation for the new Shares that may, hereafter from time to time, be issued pursuant to the Proposed LTIP;

THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed LTIP.

THAT the draft By-Laws, as set out in Appendix I of the Circular and which is in compliance with the Listing Requirements, be and is hereby approved and adopted.

AND THAT pursuant to Section 85(1) of the Companies Act 2016 read together with Clauses 16 and 17 of the Company's Constitution, approval be and is hereby given to waive and approve the disapplication of the pre-emptive rights of the existing shareholders of the Company to be offered new Shares ranking equally to the existing issued Shares arising from the allotment and issuance of new RTB Shares pursuant to the Proposed LTIP.

ORDINARY RESOLUTION 2 TO 7

PROPOSED ALLOCATION OF LTIP AWARDS TO THE ELIGIBLE DIRECTORS OF RTB AND EMPLOYEES WHO ARE PERSONS CONNECTED TO THE ELIGIBLE DIRECTORS PURSUANT TO THE PROPOSED LTIP ("PROPOSED ALLOCATION")

THAT subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of Offer to the following persons, subject to the provisions of the By-Laws of the Proposed LTIP:

No.	Name	Ordinary resolutions
1.	Shaharuddin Bin Zainuddin *(Independent Non-Executive Chairman)*	Resolution 2
2.	Sia Bun Chun *(Non-Independent Non-Executive Director)*	Resolution 3
3.	Wan Afzal-Aris Bin Wan Azmi *(Non-Independent Non-Executive Director)*	Resolution 4
4.	Kamarol Zaman Bin Radzak *(Independent Non-Executive Director)*	Resolution 5
5.	Amylia Azlan *(Independent Non-Executive Director)*	Resolution 6
6.	Pauline Teh @ Pauline Teh Abdullah *(Independent Non-Executive Director)*	Resolution 7

provided always that:

(a) the abovementioned persons must not participate in the deliberation or discussion of their own allocation, as well as that of the persons connected with them, under the Proposed LTIP; and

(b) not more than 10.0% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to any Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with the Eligible Person, holds 20.0% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue such number of Shares pursuant to the Proposed LTIP and Proposed Allocation from time to time, to the abovementioned persons.

5

The results of the poll voting, duly verified by Commercial Quest Sdn Bhd, the appointed Independent Scrutineer, were announced as follows: -

RESOLUTIONS	Vote in Favour		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
Resolution 1 Proposed Establishment of a Long-Term Incentive Plan ("**LTIP**") for the Eligible Directors and Employees of RTB and its Subsidiaries	280,663,269	99.9894	29,622	0.0106	Carried
Resolution 2 Proposed Allocation of LTIP Awards to Shaharuddin Bin Zainuddin *(Independent Non-Executive Chairman)*	280,673,219	99.9894	29,672	0.0106	Carried
Resolution 3 Proposed Allocation of LTIP Awards to Sia Bun Chun (Non-Independent Non-Executive Director)	210,436,242	99.9859	29,672	0.0141	Carried
Resolution 4 Proposed Allocation of LTIP Awards to Wan Afzal-Aris Bin Wan Azmi (Non-Independent Non-Executive Director)	70,268,478	99.9436	39,672	0.0564	Carried
Resolution 5 Proposed Allocation of LTIP Awards to Kamarol Zaman Bin Radzak (Independent Non-Executive Director)	280,673,219	99.9894	29,672	0.0106	Carried
Resolution 6 Proposed Allocation of LTIP Awards to Amylia Azlan (Independent Non-Executive Director)	280,663,219	99.9859	39,672	0.0141	Carried
Resolution 7 Proposed Allocation of LTIP Awards to Pauline Teh @ Pauline Teh Abdullah (Independent Non-Executive Director)	280,663,219	99.9859	39,672	0.0141	Carried

6	**CONCLUSION** On behalf of the Board, the Chairman thanked the shareholders for their continued support and confidence in the Company. The Chairman further extended his appreciation to the Company's staff and service providers for their valuable efforts and contributions in ensuring the smooth and successful conduct of the EGM. The Meeting concluded at 11.25 a.m. with a vote of thanks to the Chairman.

Signed as a correct record,

SHAHARUDDIN BIN ZAINUDDIN
CHAIRMAN